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ANDREW M. SCHERMAN
Attorney at Law
Post Office Box 49381
Sarasota, Florida 34230
(941) 954-1520

DATE: 2/2/96

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: HME Systems, Inc.

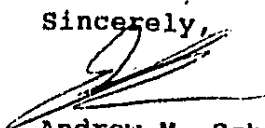
Dear Sirs:

Please find enclosed the signed original and one signed copy of the Articles of Incorporation of the above corporation. I have also enclosed a check for \$122.50 for the filing and certified copy fees.

Please process this at your earliest convenience and return the certified copy to this office.

Thank you for your customary courtesy and cooperation.

Sincerely,



Andrew M. Scherman

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AMS/kj
Encl.

Dmc
2-12-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

HME Systems, Inc.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1: Name. The name of the Corporation is HME Systems, Inc.

Article 2: Duration. The duration of the Corporation is perpetual.

Article 3: Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4: Capital Stock. The Aggregate number of Shares which the Corporation is authorized to issue is 100 (One Hundred) shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar per share. The initial Shareholder is Mark K. Bowers, who holds 100 shares.

Article 5: Principal Office, Initial Registered Office, and Agent. The street address of the principal office and initial registered office of the Corporation is 4916 Barcelona Ave., Sarasota, Florida, 34235, and the name of the initial Registered Agent at that address is Mark K. Bowers.

Article 6: Initial Board of Directors. The number of Directors constituting the initial board of Directors is One. The number of Directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than One. The name and address of the initial director of the Corporation is as follows: Mark K. Bowers, 4916 Barcelona Avenue, Sarasota, Florida, 34235.

Article 7: Incorporator. The name and address of the incorporator is Mark K. Bowers, 4916 Barcelona Avenue, Sarasota, Florida, 34235.

Article 8: Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Article 9: Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10: Bylaws. The power to adopt, alter, amend, and repeal Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS THEREOF, the undersigned has signed these Articles of Incorporation on this 2nd day of FEB., 1996.

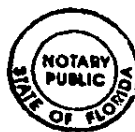
Mark K. Bowers
Mark K. Bowers

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Mark K. Bowers, who presented ID as follows: FLA DL B620 551 0 242 0, who did not take an oath, but did acknowledge that the foregoing Articles of Incorporation were executed for the purposes therein expressed.

Witness my hand and official seal this 2nd day of FEBRUARY, 1996.

[Signature]
Notary Public



ANDREW SCHERMAN
My Comm Exp. 1-31-97
Bonded By Service Ins
No. CC258363
[] Personally Known [] Other I.D.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HME Systems, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 2nd day of FEB., 1996.

Mark K. Bowers
Mark K. Bowers
Registered Agent
4916 Barcelona Avenue
Sarasota, Florida, 34235